

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re WINSTAR COMMUNICATIONS
SECURITIES LITIGATION

This Document Relates to: All Actions

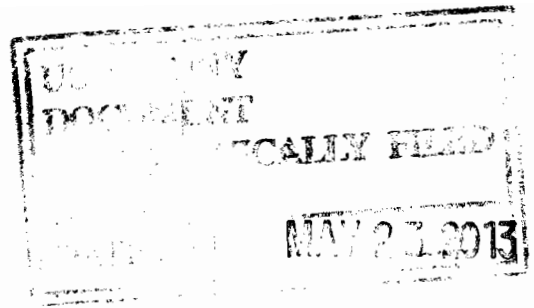
JEFFERSON INSURANCE COMPANY OF
NEW YORK et al.,

Plaintiffs,

v.

WILLIAM J. ROUHANA, JR.; NATHAN
KANTOR; RICHARD J. UHL; and GRANT
THORNTON LLP,

Defendants.



Master File. No. 01 Civ. 3014 (GBD)

**JOINT AGREED ORDER OF
DISMISSAL WITH PREJUDICE**

Case No. 01 Civ. 11522 (GBD)

Plaintiffs Jefferson Insurance Company of New York, Allianz Life Insurance Company of New York, International Reinsurance Company S.A., Life USA, AGF Amérique, AGF Hospitaliers, Fireman's Fund Insurance Company, The Northern Trust Company as trustee of the Fireman's Fund Insurance Company Master Retirement Trust (Fireman's Fund Retirement Plan) and as trustee of the Fireman's Fund Insurance Company Master Retirement Savings Trust (Allianz Asset Accumulation Plan and Allianz Employees' Primary Retirement Plan), Allianz Insurance Company, Allianz Life Insurance Company of North America, Allianz Asset Management North American Equity, US Allianz Diversified Annuity, US Allianz Growth Annuity, US Allianz Variable Insurance Products Trust, AZOA Growth Fund, AZOA Diversified Assets Fund, Allianz of America, Inc., AGF Asset Management, Allianz Cornhill Insurance PLC, Cornhill Pension North American Equity Fund, Cornhill Life Insurance,

Merchant Investors Assurance Company Limited, Allianz Asset Management North American Equity, and Cornhill Life North American Equity Fund (collectively, the “Jefferson Plaintiffs”) and Defendant Grant Thornton LLP (collectively, the “Parties”) submit the following Joint Agreed Order of Dismissal with Prejudice:

WHEREAS, the Jefferson Plaintiffs are plaintiffs and Grant Thornton LLP is a defendant in this action.

WHEREAS, Grant Thornton LLP has at all times denied, and continues to deny, all allegations and claims made in this action.

WHEREAS, the Court finds and concludes that the complaints filed by the Jefferson Plaintiffs and the defenses raised by Grant Thornton LLP in this action were filed and raised in good faith in accordance with the Private Securities Litigation Reform Act of 1995 and Rule 11 of the Federal Rules of Civil Procedure.

WHEREAS, the Parties have agreed to a compromise and settlement of all claims or causes of action that have been or could have been asserted by the Jefferson Plaintiffs in this action, and to fully and completely resolve this action as between them without any admission of liability or wrongdoing.

NOW, THEREFORE, in consideration of the Parties’ agreement, the Court ORDERS as follows:

IT IS ORDERED that all claims and causes of action that have been or could have been asserted in this action by the Jefferson Plaintiffs are hereby DISMISSED WITH PREJUDICE, with each party bearing its own attorneys’ fees, costs, and expenses relating thereto.

IT IS FURTHER ORDERED that all pending motions submitted in this action by the Jefferson Plaintiffs are withdrawn and terminated.

IT IS FURTHER ORDERED that, with respect to the Jefferson Plaintiffs only (and not with respect to the Class Plaintiffs), all pending motions submitted in this action by Grant Thornton LLP are withdrawn and terminated.

Dated: May 13, 2013

AGREED AS TO FORM AND SUBSTANCE

/s/ Jonathan K. Levine

Jonathan K. Levine

Michael Danko (admitted *pro hac vice*)

Kristine Meredith (admitted *pro hac vice*)

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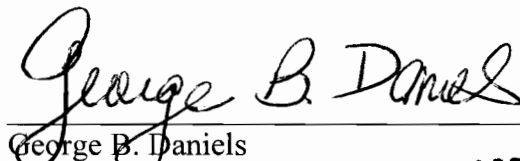
New York, New York 10038

(212) 806-5400

Attorneys for Defendant Grant Thornton LLP

It is SO ORDERED:

Dated: MAY 23 2013



George B. Daniels

United States District Court

HON. GEORGE B. DANIELS